

WC - 04-18

**MINTZ LEVIN
COHN FERRIS
GLOVSKY AND
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Sara F. Leibman

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January 26, 2004

VIA MESSENGER

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, PA 15251-5145

FCC/MELLEN

JAN 26 2004

Re: Application of C&W USA, Inc. Debtor-in-Possession and SAVVIS Asset Holdings, Inc. for Authorization Pursuant to Section 214 of the Communications Act of 1934, as amended, to Transfer Control of Certain Domestic Assets

Dear Ms. Dortch:

Enclosed on behalf of SAVVIS Asset Holdings, Inc. ("SAVVIS") is an original plus six (6) copies of an application for Commission approval to transfer control of certain assets from C&W USA, Inc. ("C&W USA") to SAVVIS.

Pursuant to Section 63.04(b) of the Commission's rules, this application is submitted as a combined domestic section 214 transfer of assets application and international section 214 transfer of assets application ("Combined Application"). This Combined Application has been filed concurrently with the International Bureau, in accordance with the Commission's rules, via the International Bureau Filing System.

Also enclosed is a completed FCC Form 159 and a check made payable to the FCC in the amount of \$860 to cover the filing fee for the domestic transfer application.

MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POPEO, P.C.

Ms. Marlene H. Dortch

January 26, 2004

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If you have any questions concerning this matter, please contact me or any of the contacts listed in the attached application.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Sara F. Leibman', written in a cursive style.

Sara F. Leibman

Enclosures

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCKBOX # 358145			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Mintz Levin Cohn Ferris Glovsky and Popeo, PC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00	
(4) STREET ADDRESS LINE NO. 1 701 Pennsylvania Ave., NW, Suite 900			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20004
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-434-7300		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003729084			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME SAVVIS Asset Holdings, Inc.			
(14) STREET ADDRESS LINE NO. 1 1 Savvis Parkway			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Town & Country		(17) STATE MO	(18) ZIP CODE 63017
(19) DAYTIME TELEPHONE NUMBER (include area code) 703-234-8088		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0010252021			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00	(27A) TOTAL FEE \$860.00		
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Cable and Wireless USA, Inc.)	
Debtor-in-Possession)	
Transferor,)	
)	
and)	
)	
SAVVIS Asset Holdings, Inc.,)	
Transferee)	
)	
Application Under Section 214)	File No. ITC-T/C-2004 _____
of the Communications Act of 1934,)	
as Amended, and Sections 63.04 and 63.24)	WC Docket No. 04-_____
of the Commission's Rules for Authorization)	
to Transfer Control of Certain Assets)	

JOINT APPLICATION

Cable and Wireless USA, Inc., Debtor-in-Possession ("C&W USA") and SAVVIS Asset Holdings, Inc. ("SAVVIS") (together "Applicants"), pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 1.763, 63.03, 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 1.763, 63.03, 63.04, 63.24 (2002), hereby request authority to acquire substantially all of C&W USA's assets, as described in this application. The proposed transaction is not expected to result in a loss or impairment of service to the C&W USA customers that would be affected by consummation of the proposed transaction.

Under Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), Applicants are filing a combined domestic and international Section 214 transfer of control application. In

connection with the transfer of C&W USA's international Section 214 customers, Applicants provide below the information required by Section 63.24(a) of the Commission's Rules, 47 C.F.R. § 63.24(a).¹ The additional information requested by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12), in connection with the assignment of domestic Section 214 customers and network assets is also included in Section VI below.^{2/}

The Applicants respectfully request streamlined, expedited treatment of this Application pursuant to Sections 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. This Application is eligible for streamlined processing under Sections 63.03(b)(1)(ii) and 63.03(b)(2)(i) because SAVVIS, the transferee, is not itself a telecommunications provider; SAVVIS will have market share in the interstate, interexchange market of substantially less than 10 percent as a result of the transaction; and SAVVIS will not be dominant with respect to any domestic service. This Application also qualifies for streamlined treatment under Section 63.12 because SAVVIS is not affiliated with a dominant foreign carrier; as a result of the transaction, SAVVIS will not be affiliated with any foreign carrier; and none of the other scenarios outlined in Section 63.12(c) apply.

¹ Applicants note that C&W USA will continue for some period of time to provide services to certain customers for whom C&W USA is discontinuing service and therefore are not being transferred to SAVVIS. C&W USA has or will provide the requisite notice to the affected customers. Moreover, SAVVIS is not affiliated with any foreign carrier and, unlike C&W USA, will not be treated as a dominant carrier on any international route. Accordingly, Applicants do not seek to transfer any of C&W USA's international Section 214 authorizations to SAVVIS. Instead, on January 22, 2004 SAVVIS submitted to the FCC an application to obtain global international Section 214 authority.

^{2/} C&W USA currently is a licensee on the TAT-14 Cable System. However, because the Commission's rules do not require C&W USA to remain a licensee, C&W USA will be filing a request shortly to withdraw as a licensee from the TAT-14 Cable System.

I. The Applicants

A. Cable and Wireless, USA, Inc., Debtor-in-Possession

C&W USA is a wholly-owned subsidiary of Cable & Wireless Holdings, Inc., which is, in turn, ultimately a wholly-owned subsidiary of Cable and Wireless plc, a publicly-held corporation, incorporated under the laws of the United Kingdom. C&W USA provides a wide variety of Internet, data, web hosting and communications services. On December 8, 2003, C&W USA, certain of its subsidiaries and certain other affiliates filed voluntary petitions under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware ("Bankruptcy Court") to reorganize their business and financial structure.³

B. SAVVIS Asset Holdings, Inc.

SAVVIS is a Delaware corporation with principal offices located at 1 Savvis Parkway, Town & Country, Missouri 63017. SAVVIS applied for international Section 214 authority pursuant to the Commission's rules on January 22, 2004. SAVVIS Communications Corporation, the parent company of SAVVIS, is a leading managed services provider that delivers private Internet Protocol ("IP") virtual private networks, hosting, and IP voice and data application services to businesses.

II. Description of the Proposed Asset Purchase Transaction

After a strategic review of its businesses, Cable and Wireless plc, the ultimate parent corporation of C&W USA, announced on June 4, 2003 that it planned to withdraw from the United States domestic market, while maintaining the infrastructure necessary to serve its international customers. Notwithstanding its decision to discontinue its domestic United States operations, Cable and Wireless plc committed to providing continued financial support to C&W

³ See *In re Cable & Wireless USA, Inc., et al.*, Case No.03-13711 (GCG) (Bankr.D.DE.), filed December 8, 2003.

USA and negotiated a credit agreement, more fully described below, to fund C&W USA's operations and preserve value in the business while C&W USA's management and Board of Directors reviewed their alternatives. The Board of Directors ultimately decided to sell substantially all of the assets of C&W USA to a qualified buyer to carry on the development of C&W USA's operations in the United States.

C&W USA is a provider of network services for global enterprises, providing services throughout the United States to a wide variety of customers, including a significant number of Fortune 100 companies. C&W USA determined that the sale of substantially all of its assets would be in the best interest of both customers and creditors as its market position, products and customer relationships are strong, its technology is leading edge, and there is significant value to its core business.

In order to facilitate the sale of assets, C&W USA and certain of its subsidiaries and certain other affiliates ("C&W USA et al.") filed a voluntary petition for reorganization under Chapter 11 of the Bankruptcy Code. C&W USA et al. also filed a Plan of Reorganization and other required documents with the Bankruptcy Court. Through a competitive auction for the C&W USA et al. assets, SAVVIS submitted the winning bid on January 22, 2004 and entered into a binding asset purchase agreement, which was approved by the Bankruptcy Court on January 23, 2004. Under the terms of the sale, substantially all of C&W USA's assets will transfer to SAVVIS, including C&W USA's world class Tier 1 IP network providing a range of IP network services as well as private lines and comprehensive hosting services, including 15 data centers, and a complete range of managed hosting, consulting and infrastructure services. With the addition of these assets to SAVVIS' existing world-class IP network and hosting

business, SAVVIS will become one of the world's most comprehensive IP/hosting infrastructure providers.

Due to the distressed financial condition of C&W USA, the Bankruptcy Court found that it is necessary to close the sale of C&W USA's assets as soon as possible to preserve them as an operating enterprise, and thereby to protect the interests of both creditors and C&W USA's creditors. Therefore, the terms of the asset purchase agreement, approved by the Bankruptcy Court, and the Sale Order entered by the Court, anticipate a final closing of the transaction on or before March 5, 2004. Accordingly, as discussed below, the parties respectfully urge the Commission to give this Application expedited treatment.⁴

Transferring substantially all of C&W USA's assets to SAVVIS will provide access to capital and restructuring management expertise necessary to allow continued operations. SAVVIS' purchase is backed by committed financing from Welsh, Carson, Anderson & Stowe ("WCAS"), a leading private equity firm, and Constellation Ventures ("Constellation"), a Bear Stearns asset management fund. These entities have committed to financing the purchase price, as well as to providing ongoing funding to support the acquired assets.

The structure of the transaction and prompt closing will help ensure that C&W USA's telecommunications customers will continue to receive services on an uninterrupted basis. After the transaction is completed, SAVVIS will continue to abide by the terms and conditions of the

⁴ To the extent the required regulatory approvals are not in place by the time other closing conditions are met, the parties are obligated under the terms of the asset purchase agreement and the Sale Order to fund an escrow account and transfer title of the regulated assets into escrow on February 13, 2004. SAVVIS will begin providing certain management services to C&W USA as of the same date pursuant to the terms of a Management Agreement, which also has been approved by the Bankruptcy Court. Legal title and operational control of C&W USA's regulated assets will transfer as requisite regulatory approvals are obtained, subject to a requirement that the final closing occur on or before March 5, 2004. SAVVIS' provision of management services to C&W USA on a temporary basis will enable C&W USA to continue to provide uninterrupted service to existing customers until the regulatory consents are granted.

customers' existing contracts. Thus, while the proposed asset sale will eliminate much of the uncertainty caused by C&W USA's bankruptcy, it will be virtually transparent to customers in terms of the services that they receive.

In accordance with applicable FCC requirements, advance written notice will be sent to affected customers informing them of the proposed transaction. In addition, SAVVIS will file with the Commission the notice and certification required by Section 64.1120(e) of the Commission's rules.

III. The Proposed Transaction Will Serve the Public Interest

Applicants submit that this transaction will serve the public interest. As evidenced by the bankruptcy proceeding, C&W USA is no longer in the position to provide the services for which it is authorized. By contrast, as demonstrated above, SAVVIS has the expertise, technology and financial resources to provide such services. As the Commission is acutely aware, C&W USA is not alone in suffering recent financial hardship, which has plagued virtually the entire competitive carrier community. Bankruptcy filings by carriers such as WorldCom, Network Plus, Global Crossing, Winstar, ICG, NorthPoint, and Covad, coupled with service discontinuance notifications/applications by numerous other carriers, have consolidated or eliminated a large number of competitors in certain markets. Other competitive entrants have scaled back the scope of their respective operations or ceased offering new service. The access to capital and the consequent continuation of the operation of the C&W USA assets as a competitive force as a result of this transaction is therefore particularly important in light of the significant consolidation in the industry. Approval of this transaction will assure that there will be a seamless transition for the C&W USA customers being transferred to SAVVIS and maintain a sustainable provider of competitive services in the telecommunications marketplace.

IV. Timing

In light of the current bankrupt status of C&W USA, the transaction proposed herein is necessary to help ensure that the C&W USA customer base that SAVVIS will acquire will continue to receive uninterrupted service. Due to its uncertain financial position, C&W USA is vulnerable to erosion of its existing customer base. C&W USA also is presently unable to compete effectively for new customers as a result of capital constraints and the uncertainty of its current financial position. Rapid completion of the transaction therefore is a critical factor in order to minimize the risk of interruption of service or other inconvenience to affected C&W USA customers. Applicants respectfully request that the Commission expedite the processing of this Application and grant the requested authority to permit Applicants to consummate the transaction as soon as possible, but in no event later than March 5, 2004, the closing date contemplated by the asset purchase agreement and the Bankruptcy Court's Sale Order.^{5/}

V. Information Required by Section 63.18 of the Commission's Rules

Pursuant to Section 63.18(e)(3), the Applicants submit the following information:

(a) Name, address and telephone number of each Applicant:

Transferor

Cable & Wireless USA, Inc., Debtor-in-Possession
11700 Plaza America Drive
Reston, VA 20190
Tel: 703-292-2000
FRN: 0004260360

^{5/} The terms of the Sale Order make the asset purchase agreement and the Management Agreement binding upon the parties to the asset purchase agreement and all interested parties to the C&W USA bankruptcy, including government agencies. See Sale Order ¶ 20.

Transferee

SAVVIS Asset Holdings, Inc.
1 SAVVIS Parkway
Town & Country, Missouri 60137
Tel: (314) 628-7000
FRN: 0010252021

(b) Jurisdiction of Organizations:

C&W USA and SAVVIS are both corporations organized under the laws of Delaware.

(c) Correspondence concerning this Application should be sent to:

C&W USA: Cathy Slesinger
Joanna Lowry
Cathleen Wasilewski
Cable & Wireless USA, Inc.
11700 Plaza America Drive
Reston, VA 20190
Tel: (703) 292-2830
Fax: (703) 282-2820
Cathy.Slesinger@CWUSA.COM
Joanna.Lowry@CWUSA.COM
Cathleen.Wasilewski@CWUSA.com

and Brad E. Mutschelknaus
Robert J. Aamoth
Kelley Drye & Warren, LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
Tel: (202) 955-9600
Fax: (202) 955-9792
BMutschelknaus@KelleyDrye.com
RAamoth@KelleyDrye.com

SAVVIS: Lane H. Blumenfeld, Esq.
Deputy General Counsel, Vice President & Assistant Secretary
SAVVIS Communications Corporation
12851 Worldgate Drive
Herndon, VA 20170
Tel: (703) 234-8088
Fax: (703) 234-8374
lane.blumenfeld@savvis.net

and Cherie R. Kiser, Esq.
Sara F. Leibman, Esq.
Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, PC
701 Pennsylvania Ave., NW
Washington, D.C. 20004
Tel: (202) 434-7325
Fax: (202) 434-7400
ckiser@mintz.com
sleibman@mintz.com

(d) C&W USA holds numerous international Section 214 authorizations. C&W USA is not assigning those authorizations to SAVVIS. However, for the Commission's reference, a list of those authorizations is provided in Exhibit A. SAVVIS filed a separate application for resold and facilities-based global international Section 214 authority on January 22, 2003.

(e) By this Application, Applicants seek authority for a transaction that will result in the assignment of C&W USA's customer base and network assets to SAVVIS.

(f) No response required.

(g) Not applicable.

(h) **Name, Address, Citizenship and Principal Business of Owners with 10% or Greater Direct or Indirect Ownership Interest:**

The Proposed Transaction will not impact the current ownership of any Applicant.

Name/Address/Citizenship	Principal Business	Direct or Indirect Ownership in Transferee	Percent of Interest Held
SAVVIS Communications Corp. 1 SAVVIS Parkway Town & Country, Missouri 63017 USA	Communications	Direct	100%

Welsh, Carson, Anderson & Stowe ^{6/} 320 Park Avenue, Suite 2500 New York, NY 10022 USA	Financial Investing	Indirect	55%
Reuters Holdings Switzerland S.A. c/o Reuters America, Inc. The Reuters Building 3 Times Square, 23rd Floor New York, NY 10036 Switzerland	Information Services	Indirect	16%
Reuters Group plc ^{7/} 85 Fleet Street London EC4P 4AJ United Kingdom	Information Services	Indirect	16%
BIS Administration, Inc. c/o American Express Tax & Business Services 1 S. Wacker Dr., Suite 800 Chicago, IL 60606-3392 USA	Corporate Administrator	Indirect	11%

(i) Applicants certify that they are not, and subsequent to the Proposed Transaction will not be, affiliated with any foreign carrier within the meaning of Section 63.09(d) and (e).

(j) The Applicants certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of Section 63.18(j).

(k) Not applicable.

^{6/} Welsh, Carson, Anderson & Stowe ("WCAS"), through a variety of funds it manages, cumulatively has a 55% voting interest in SAVVIS Communications Corp., a direct interest holder in the Applicant. The largest fund, Welsh, Carson, Anderson & Stowe VIII, L.P. ("WCAS VIII"), has a 46% voting interest in SAVVIS Communications Corp., a direct interest holder in the Applicant. The sole general partner of WCAS VIII is WCAS VIII Associates, LLC ("Associates"). No individual member of Associates has a greater than 10% ownership in Associates and therefore does not hold a greater than 10% disclosable interest in the Applicant.

^{7/} Reuters Group plc, has a 100% ownership interest in Reuters Holdings Switzerland S.A., which has a 16% ownership interest in SAVVIS Communications Corp., which has a 100% ownership interest in the Applicant. Therefore, Reuters Group plc holds a 16% indirect ownership interest in the Applicant.

(l) Not applicable.

(m) SAVVIS qualifies for a presumption of non-dominance under Section 63.10(a)(1) as it is not a foreign carrier or affiliated with a foreign carrier.

(n) SAVVIS certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) Applicants certify pursuant to Sections 1.2001 through 1.2003 of the Commission's rules that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) This international section 214 Application qualifies for streamlined processing pursuant to Section 63.12 because the Applicants are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the Applicants seek to resell; and do not seek authority to provide switched base serviced over private lines to a country for which the Commission has not previously authorized the provisions of switched services over private lines. This Application should therefore be granted, according to Section 63.12(a), fourteen days after the date of the public notice listing the Application as accepted for filing.

VI. Additional Information Required by Section 63.04 of the Commission's Rules for Transfer of Control of the Domestic Assets

Pursuant to Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants request authority to assign the domestic Section 214 customers and network assets of C&W USA to SAVVIS. Applicants are filing a combined application to assign the authorizations pursuant

to Section 63.04(b) of the Commission's Rules. 47 C.F.R. § 63.04(b). Applicants provide the following information in support of their request to assign the authorization of C&W USA.

63.04(b)(6): Description of the Transaction

The proposed transaction is described above in Section II.

63.04(b)(7): Description of Geographic Service Area and Services in Each Area

C&W USA offers domestic interstate private line data services on a nationwide basis. SAVVIS will offer services in the same areas currently served by C&W USA.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission's Rules, 47 C.F.R. § 63.03(b)(1)(ii), because SAVVIS, the transferee, is not itself a telecommunications provider. In addition, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i). As a result of the transaction, SAVVIS will have market share in the interstate, interexchange market of substantially less than 10 percent, and SAVVIS will not be dominant with respect to any domestic service.

63.04(b)(9): Other Pending FCC Applications Concerning the Proposed Transaction

SAVVIS filed a separate application to obtain global international Section 214 authority on January 22, 2004. In accordance with applicable FCC requirements, advance written notice will be sent to affected customers informing them of the proposed transaction. SAVVIS will also file with the Commission the notice and certification required by Section 64.1120(e) of the Commission's rules.

63.04(b)(10): Special Consideration

As described in this Application, the Transaction is intended to facilitate the restructuring under Chapter 11 of the United States Bankruptcy Code. Thus, it is critical to a successful and orderly restructuring that the Applicants be permitted to consummate the transaction as soon as possible.

63.04(b)(11): Waiver Requests (If Any)

None.

63.04(b)(12): Public Interest Statement

The proposed transaction is in the public interest for the reasons detailed in Section III above.

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VII. Conclusion

Based on the foregoing, Commission approval of the proposed transfer of control of certain assets from C&W USA to SAVVIS will serve the public interest, convenience, and necessity.

Respectfully submitted,

Cable and Wireless USA, Inc.

SAVVIS Asset Holdings, Inc.

By: Brad E. Mutschelknaus /by
SL

Brad E. Mutschelknaus
Robert J. Aamoth
Kelley Drye & Warren, LLP
1200 19th Street, NW
Suite 500
Washington, D.C. 20036
(202) 955-9600

Its Counsel

By: Sara F. Leibman

Cherie R. Kiser
Sara F. Leibman
Mintz, Levin, Cohn, Ferris, Glovsky and
Popeo, PC
701 Pennsylvania Ave., NW
Suite 900
Washington, D.C. 20004
(202) 434-7300

Its Counsel

Dated: January 26, 2004

EXHIBIT A

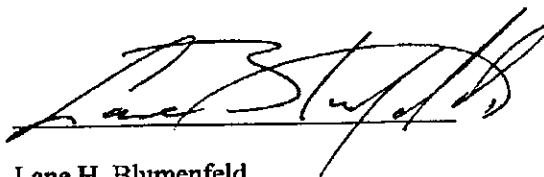
INTERNATIONAL SECTION 214 AUTHORIZATIONS HELD BY C&W USA

- *Cable & Wireless USA, Inc.*, International Authorizations Granted, Public Notice, Report No. TEL-00564, File No. ITC-214-20020627-00315 (rel. Aug. 15, 2002), (granting authority to Cable & Wireless USA, Inc. to provide ISR between the United States and Jamaica and St. Kitts and Nevis).
- *Cable & Wireless USA, Inc.*, International Authorizations Granted, Public Notice, Report No. TEL-00484, File No. ITC-214-20010507-00299 (rel. Jan. 10, 2002), *recon. denied*, Order on Reconsideration (rel. March 31, 2003) (granting authority to Cable & Wireless USA, Inc. to provide facilities-based and resale services to all international points except China, Jamaica, Maldives, Russia, St. Kitts and Nevis, Seychelles, Vanuatu, and Yemen).
- *In the Matter of Cable & Wireless, Inc.*, Order, Authorization, and Certificate, File No. ITC-214-19980515-00326 (previously File No. ITC-98-380) (rel. Dec. 8, 1998) (granting authority to provide switched and private line international services on a facilities and resale basis between the United States and China).
- *In the Matter of Cable & Wireless, Inc.*, Order, Authorization and Certificate, File Nos. ITC-98-180 and ITC-98-181 (rel. Sept. 18, 1998) (granting authority to provide facilities-based switched and private line international telecommunications services and to provide resold, non-interconnected private lines between the United States and a number of international points including Maldives and St. Kitts and Nevis and to provide facilities-based switched and private line services between the United States and Jamaica).
- *In the Matter of Cable & Wireless Inc.*, Order, Authorization, and Certificate, File No. ITC-97-290 (rel. April 2, 1998) (granting authority to provide facilities-based switched and private line international telecommunications services between the United States and Russia).
- *In the Matter of BPG International, Inc.*, Order, Authorization and Certificate, File No. ITC-95-133 (rel. April 5, 1995) (granting authority to provide international switched services by resale to various overseas points).
- *In the Matter of Cable & Wireless Communications Inc.*, Order and Certification, File No. ITC-90-190 (rel. March 8, 1993) (granting authority to resell international private lines not interconnected to the public switched network for the provision of international private line service between the United States and 42 international points including Jamaica and Russia).
- *In the Matter of Cable and Wireless Communications Inc.*, Order, Authorization and Certificate, File No. ITC-91-068 (rel. April 25, 1991) (authority to resell switched voice services between the United States and various international points including Vanuatu).
- *In the Matter of Cable and Wireless Communications Inc.*, Memorandum Opinion, Order, Authorization and Certificate, File No. ITC-90-011 (rel. Feb. 13, 1990) (granting authority to provide switched voice services to various overseas points including the Maldives, Russia, and Seychelles).

- *In the Matter of TDX Systems, Inc.*, Order, Authorization and Certificate, File No. ITC-86-108 (rel. Sept. 2, 1986) (granting authority to provide international switched services between the United States and various overseas points including China, Jamaica, St. Kitts and Nevis, and Yemen).

CERTIFICATION

I, Lane H. Blumenfeld, Assistant Secretary, hereby certify that the information in this application as it pertains to SAVVIS Asset Holdings, Inc. is true and accurate to the best of my knowledge and that to the best of my knowledge no party to this application is subject to a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

A handwritten signature in black ink, appearing to read "Lane H. Blumenfeld", is written over a horizontal line.

Lane H. Blumenfeld

Date: January 24, 2004

CERTIFICATION

I, Cathy Slesinger, SVP - Public Policy (title), hereby certify that the information in this application as it pertains to Cable and Wireless, USA, Inc. is true and accurate to the best of my knowledge and that to the best of my knowledge no party to this application is subject of a denial of Federal Benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.



Cathy Slesinger

Date: January 23 2004